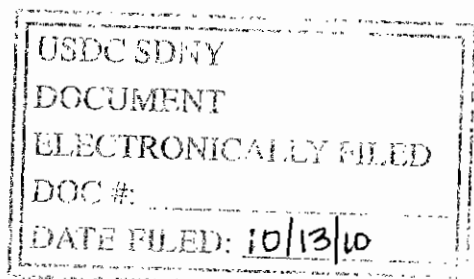


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## MEMO ENDORSED

October 12, 2010

### Via Federal Express

Hon. Denise L. Cote  
United States District Judge  
Daniel Patrick Moynihan United States Courthouse  
500 Pearl Street, Room 1350  
New York, New York 10007-1312

RE: *In re: Boston Generating, LLC, et al.* ("Debtors");  
Civil Docket No. 10 Civ. 7208 (DLC)

Dear Judge Cote:

We submit this request for permission to file a reply brief exceeding ten pages in length.

We are counsel to Algonquin Gas Transmission, LLC ("Algonquin") in the Debtors' chapter 11 cases pending before the Honorable Shelley C. Chapman in the United States Bankruptcy Court for the Southern District of New York, Case No. 10-14419 (SCC).

On August 19, 2010, the Debtors filed their "Motion of the Debtors for Entry of (I) an Order Approving and Authorizing (A) Bidding Procedures in Connection With Substantially All of the Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with the Sale of Substantially all of the Assets of the Debtors, (D) the Form and Manner of Notice of the sale and Hearing and (E) Related Relief; and (II) an Order Approving and Authorizing (A) the Sale of Substantially All of the Assets of the Debtors Free and Clear of Claims, Liens, Liabilities, Rights Interests and Encumbrances, (B) the Debtors to Enter into and Perform their Obligations under the Asset Purchase Agreement, (C) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases, (D) the Transition Services Agreement and (E) Related Relief" (the "Sale Motion") [Bankruptcy Court Docket No. 24]. The Sale Motion seeks, among other relief, the Bankruptcy Court's authorization of the sale of substantially all of the

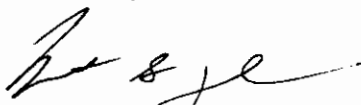
Hon. Denise L. Cote  
October 12, 2010  
Page 2

Debtors' assets, including certain electrical generation facilities subject to the jurisdiction of the Federal Energy Regulatory Commission (the "FERC"), free and clear of liens, claims and encumbrances.

On September 17, 2010 Algonquin filed a motion pursuant to 28 U.S.C. §157(d) requesting that the United States District Court for the Southern District of New York withdraw the reference of the Sale Motion to the Bankruptcy Court to the extent the Sale Motion seeks an order approving and authorizing the sale of substantially all of the assets of the Debtors free and clear of liens, claims and encumbrances, or, in the alternative, withdrawing the reference of the Sale Motion only to the extent the Sale Motion seeks such relief with respect to the Fore River Plant (as defined in the Sale Motion) ("Motion to Withdraw"). The Motion to Withdraw has been assigned Case No. 10 Civ. 7208 (DLC). The Debtors' filed their opposition to the Motion to Withdraw on October 8 and Algonquin's reply is due October 15.

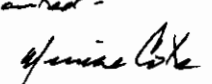
Algonquin seeks leave to file a reply of no more than 15 pages in length. The Motion to Withdraw and the Debtors' opposition thereto raise complicated issues under the Natural Gas Act, 15 U.S.C. §717, *et seq.*, the Federal Power Act, 15 U.S.C. §791a, *et seq.* and the Bankruptcy Code, 11 U.S.C. §101, *et seq.* Algonquin submits that adequately responding to the Debtors' arguments will require more than ten pages. Algonquin therefore respectfully requests permission to file a reply brief of no more than 15 pages.

Sincerely,



Bennett G. Young

cc: (Via Email):  
DJ Baker, Esq.  
Robert Rosenberg  
Adrienne Eason Wheatley  
Bruce Smith, Esq.

Granted -  
  
Oct. 13, 2010